

6652--A

2017-2018 Regular Sessions

I N S E N A T E

June 9, 2017

Introduced by Sen. GOLDEN -- read twice and ordered printed, and when printed to be committed to the Committee on Rules -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

AN ACT to amend the not-for-profit corporation law and the business corporation law, in relation to conflicts of interests for condominium and cooperative housing

THE PEOPLE OF THE STATE OF NEW YORK, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

1 Section 1. The not-for-profit corporation law is amended by adding a
2 new section 519-a to read as follows:
3 S 519-A. ANNUAL REPORTS FOR CERTAIN TRANSACTIONS REQUIRED.
4 (A) EVERY CONDOMINIUM OR COOPERATIVE HOUSING CORPORATION, INCORPORATED
5 PURSUANT TO THIS CHAPTER, SHALL, AT LEAST ONCE EACH YEAR:
6 (1) REQUIRE THAT EACH DIRECTOR, AS DEFINED IN PARAGRAPH SIX OF SUBDI-
7 VISION (A) OF SECTION ONE HUNDRED TWO OF THIS CHAPTER, RECEIVE A COPY OF
8 SECTION SEVEN HUNDRED FIFTEEN OF THIS CHAPTER; AND
9 (2) PROVIDE AN ANNUAL REPORT TO THE MEMBERS OR TO THE GOVERNING BOARD,
10 IF THERE ARE NO MEMBERS, WHICH SHALL BE SIGNED BY EACH SUCH DIRECTOR,
11 CONTAINING INFORMATION ON ANY CONTRACTS MADE, ENTERED INTO, OR OTHERWISE
12 VOTED ON BY THE BOARD OF DIRECTORS THAT WERE CONSIDERED A RELATED PARTY
13 TRANSACTION PURSUANT TO SECTION SEVEN HUNDRED FIFTEEN OF THIS CHAPTER.
14 (B) THE ANNUAL REPORT REQUIRED BY SUBDIVISION (A) OF THIS SECTION
15 SHALL INCLUDE, BUT NOT BE LIMITED TO, THE FOLLOWING:
16 (1) A LIST OF ALL CONTRACTS VOTED ON BY THE BOARD OF DIRECTORS,
17 INCLUDING INFORMATION ON THE CONTRACT RECIPIENT, CONTRACT AMOUNT, AND
18 THE PURPOSE OF ENTERING INTO THE CONTRACT;
19 (2) THE RECORD OF EACH MEETING INCLUDING DIRECTOR ATTENDANCE, VOTING
20 RECORDS FOR CONTRACTS, AND HOW EACH DIRECTOR VOTED ON SUCH CONTRACTS;
21 AND

EXPLANATION--Matter in ITALICS (underscored) is new; matter in brackets [] is old law to be omitted.

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1 (3) THE DATE OF EACH VOTE ON EACH CONTRACT, AND THE DATE THE CONTRACT
2 WOULD BE AND REMAIN VALID.

3 (C) IF THE ANNUAL REPORT REQUIRED BY PARAGRAPH TWO OF SUBDIVISION (A)
4 OF THIS SECTION WOULD, NOTWITHSTANDING THE REQUIREMENTS OF THIS SECTION,
5 CONTAIN NO INFORMATION BECAUSE OF THE ABSENCE OF ANY ACTIONS TAKEN BY
6 THE BOARD THAT WOULD OTHERWISE QUALIFY FOR INCLUSION IN SUCH ANNUAL
7 REPORT, THEN THE BOARD SHALL INSTEAD SUBMIT TO THE MEMBERS OR TO THE
8 GOVERNING BOARD, IF THERE ARE NO MEMBERS, A DOCUMENT, SIGNED BY EACH
9 DIRECTOR, INDICATING: "NO ACTIONS TAKEN BY THE BOARD WERE SUBJECT TO THE
10 ANNUAL REPORT REQUIRED PURSUANT TO SECTION 519-A OF THE NOT-FOR-PROFIT
11 CORPORATION LAW".

12 S 2. The business corporation law is amended by adding a new section
13 727 to read as follows:

14 S 727. ANNUAL REPORTS FOR CERTAIN TRANSACTIONS REQUIRED.

15 (A) EVERY CONDOMINIUM OR COOPERATIVE HOUSING CORPORATION, INCORPORATED
16 PURSUANT TO THIS CHAPTER, SHALL, AT LEAST ONCE EACH YEAR:

17 (1) REQUIRE THAT EACH DIRECTOR, AS DEFINED IN PARAGRAPH FIVE OF SUBDI-
18 VISION (A) OF SECTION ONE HUNDRED TWO OF THIS CHAPTER, RECEIVE A COPY OF
19 SECTION SEVEN HUNDRED THIRTEEN OF THIS CHAPTER; AND

20 (2) SUBMIT AN ANNUAL REPORT TO THE SHAREHOLDERS, WHICH SHALL BE SIGNED
21 BY EACH SUCH DIRECTOR, CONTAINING INFORMATION ON ANY CONTRACTS MADE,
22 ENTERED INTO, OR OTHERWISE VOTED ON BY THE BOARD OF DIRECTORS WHERE ONE
23 OR MORE OF THE DIRECTORS WAS AN INTERESTED DIRECTOR, PURSUANT TO SECTION
24 SEVEN HUNDRED THIRTEEN OF THIS CHAPTER.

25 (B) THE ANNUAL REPORT REQUIRED BY SUBDIVISION (A) OF THIS SECTION
26 SHALL INCLUDE, BUT NOT BE LIMITED TO, THE FOLLOWING:

27 (1) A LIST OF ALL CONTRACTS VOTED ON BY THE BOARD OF DIRECTORS,
28 INCLUDING INFORMATION ON THE CONTRACT RECIPIENT, CONTRACT AMOUNT, AND
29 THE PURPOSE OF ENTERING INTO THE CONTRACT;

30 (2) THE RECORD OF EACH MEETING INCLUDING DIRECTOR ATTENDANCE, VOTING
31 RECORDS FOR CONTRACTS, AND HOW EACH DIRECTOR VOTED ON SUCH CONTRACTS;
32 AND

33 (3) THE DATE OF EACH VOTE ON EACH CONTRACT, AND THE DATE THE CONTRACT
34 WOULD BE AND REMAIN VALID.

35 (C) IF THE ANNUAL REPORT REQUIRED BY SUBDIVISION (A) OF THIS SECTION
36 WOULD, NOTWITHSTANDING THE REQUIREMENTS OF THIS SECTION, CONTAIN NO
37 INFORMATION BECAUSE OF THE ABSENCE OF ANY ACTIONS TAKEN BY THE BOARD
38 THAT WOULD OTHERWISE QUALIFY FOR INCLUSION IN SUCH ANNUAL REPORT, THEN
39 THE BOARD SHALL INSTEAD SUBMIT TO THE SHAREHOLDERS A DOCUMENT, SIGNED BY
40 EACH DIRECTOR, INDICATING: "NO ACTIONS TAKEN BY THE BOARD WERE SUBJECT
41 TO THE ANNUAL REPORT REQUIRED PURSUANT TO SECTION 727 OF THE BUSINESS
42 CORPORATION LAW".

43 S 3. This act shall take effect on the first of January next succeed-
44 ing the date on which it shall have become a law.